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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re

Case No. 09-50026(REG)
(Jointly Administered)

GENERAL MOTORS CORP., et al.,

Debtors. Chapter 11

-----X

**ACTIVE MOULD & DESIGN, LTD. AND AUTOMOTIVE GAUGE & FIXTURE'S
LIMITED OBJECTION TO DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§105,
363(b), (f), (k), AND (m), AND FED. R. BANKR. P. 2002, 6004, AND 6006, TO (I)
APPROVE (A) SALE PURSUANT TO THE MASTER SALE AND PURCHASE
AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS, LLC, A U.S.
TREASURY SPONSORED PURCHASER, FREE AND CLEAR OF LIENS,
CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; (B) THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS AND UNEXPIRED LEASES; AND (C) OTHER
RELIEF; AND (II) SCHEDULE SALE APPROVAL HEARING**

Active Burgess Mould & Design, Ltd. ("Active Mould") and Automotive Gauge &
Fixture, Ltd. ("AGF"), in response to Debtors' Motion Pursuant to 11 U.S.C. §§105, 363(b), (f), (k),
and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, To (I) Approve (A) The Sale
Pursuant to The Master Sale and Purchase Agreement With Vehicle Acquisition Holdings, LLC, A
U.S. Treasury Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other
Interests; (b) The Assumption and Assignment of Certain Executory Contracts and Unexpired
Leases; and (c) Other Relief; and (II) Schedule Sale Approval Hearing (the "Motion"), state:

1. On June 1, 2009, General Motors Corp. et al. ("GM") filed for bankruptcy under Chapter 11 of the Bankruptcy Code.

2. On June 2, 2009, this Court entered an Order Pursuant to 11 U.S.C. §§105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the "Order").

3. The Order provides that provides that that the deadline for objecting to the approval of the Motion shall be June 19, 2009 at 5:00 p.m.

4. In the Motion, GM requests an order from the Court authorizing GM to sell substantially all of its assets pursuant to a Proposed Master Sale and Purchase Agreement free and clear of liens, claims, interests and encumbrances with the liens attaching to the proceeds of the sale.

5. Active Mould and AGF have statutory liens on the following molds (the "Molds") to secure full payment of all sums due for their fabrication, repair and modification pursuant to state law, including without limitation, Ohio Revised Code §1333.33 et seq. and/or Michigan Compiled Laws §445.619 et seq. (the "Mold Builders Lien Acts"):

<u>Program</u>	<u>AB Job # and Invoice #</u>
GMT001 – Cluster Bezel	C2857, 22477
Lamba GMT 967 – IP Cluster Trim Bezel	G2271, 1878
Lamba GMT 967 -- Passenger Trim	G2272, 1890

6. The invoice more particularly describing the GMT001 Mold is attached as Exhibit A to this Objection.

7. Active Mould and AGF sold the Molds to Blackhawk Automotive Plastics, Inc. ("Blackhawk"). Upon information and belief, the Molds were subsequently sold to Cadence Innovations and then to GM. Upon information and belief, GM recently resourced the Molds to International Automotive Components ("IAC").

8. As required by the Mold Builders Lien Acts, Active Mould and AGF permanently affixed their names, street address, city and state on the Molds and they filed UCC-1 Financing Statements as required by the Mold Builders Lien Acts. See UCC Financing Statements, Exhibit B.

9. Under the Mold Builders Lien Acts, Active Mould and AGF retain their liens on the Molds until they are paid in full. To date, Active Mould and AGF have received no payment for the Molds.

10. Active Mould and AGF are unable to ascertain from the Motion whether the assets to be purchased pursuant to the proposed sale include the Molds or, if so, whether the purchaser will assume the liability for the Molds. As a result, Active Mould and AGF are forced to file this objection to preserve their lien rights.

11. In order for GM to sell the Molds free and clear of liens, GM must satisfy one of the following five requirements set forth in 11 U.S.C. §363(f):

- i. Applicable non-bankruptcy law permits the sale of the property free and clear of such interest;
- ii. Such entity consents;

- iii. Such interest is a lien and the price at which the property is sold is greater than the aggregate value of all liens on the property;
- iv. Such interest is in bona fide dispute; or
- v. Such entity could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such interest.

12. In this case, GM has not satisfied any of the above five requirements.

13. Applicable non-bankruptcy law does not permit the sale of the Molds free and clear of Active Mould and AGF's liens.

14. Active Mould and AGF have not consented to the sale of the Molds free and clear of their liens.

15. GM has not established that the price at which the Molds may be sold is greater than the aggregate value of all liens on the Molds. In fact, it appears that the cash consideration for the sale is insufficient to pay all secured creditors in full and the Motion does not address how the purchase price will be allocated among the purchased assets.

16. The liens asserted by Active Mould and AGF are not in a bona fide dispute.

17. Finally, Active Mould and AGF cannot be compelled to accept a money satisfaction of its liens on the Molds; this factor is not satisfied because the liens cannot be released until Active Mould and AGF receive payment in full and GM has not proposed to pay Active Mould and AGF in full.

18. Furthermore, even if the sale could be authorized under 11 U.S.C. §363(f), Active Mould's and AGF's interest in the Molds are not adequately protected under 11 U.S.C. §363(e). Through the filing of this objection, Active Mould and AGF request that this Honorable Court

prohibit or condition the sale as is necessary to provide adequate protection of their interests in the Molds.

19. Thus, Active Mould and AGF object to the Motion to the extent that GM is attempting to extinguish, modify or affect in any way their liens against the Molds and their ability to foreclose on their secured claim if not paid in full.

WHEREFORE, Active Mould and AGF respectfully request that this Honorable Court (i) enter an order consistent with this objection, (ii) deny the Debtors' Motion to the extent that it affects or limits Active Mould and AGF's secured status in the Molds, and (iii) enter any just and equitable order appropriate under the circumstances.

Dated: June 19, 2009

Respectfully Submitted:

SCHAFFER AND WEINER, PLLC

By: /s/ Ryan D. Heilman
RYAN D. HEILMAN
Counsel for Active Burgess Mould & Design, Ltd.
and Automotive Gauge & Fixture, Ltd.
40950 Woodward Ave., Ste. 100
Bloomfield Hills, MI 48304
(248) 540-3340
rheilman@schaferandweiner.com



Invoice No 0000022477

Customer BLACKH

Bill to :

BLACKHAWK AUTOMOTIVE PLASTIC
500 North Warpole Street
UPPER SANDUSKY OH 43351
United States

Sold to :

BLACKHAWK AUTOMOTIVE PLASTIC
500 North Warpole Street
UPPER SANDUSKY OH 43351
United States

Customer PO Number	Invoice Date	Terms	FOB	Ship Via	Sales Order No
U0015063	07/06/2006	DUE PER P.O. AGREEMENT			C2857
Item	Part / Rev / Description / Details	Quantity	Unit Price	Discount	Extended Price
000001	15274560 Rev NS U/MEA GMX 001 QUOTE #: 44512-12B CLUSTER BEZEL 1-2 CAVITY COMBINATION PRODUCTION MOLD	1.000	180,000.0000	0.00	180,000.00
				Total Item Price	180,000.00
				Shipping	0.00
				GST	0.00
				Total Inv Price	US\$ 180,000.00

Filed at Ohio Secretary of State 12/26/2006 09:00 AM FILE# OH00110309603

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

Leon N. Mayer Esq. (248) 540-3340

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Schafer and Weiner, PLLC
40950 Woodward Ave., Ste. 100
Bloomfield Hills, MI 48304

RECEIVED BY
DEC 26 2006
Ohio Secretary of State

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

Blackhawk Automotive Plastics, Inc.

OR 1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

808 Pennsylvania Ave.

CITY

Salem

STATE

OH

POSTAL CODE

44460

COUNTRY

US

1d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

Corporation

1f. JURISDICTION OF ORGANIZATION

Ohio

1g. ORGANIZATIONAL ID #, if any

OH

☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, if any

☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR(S)) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

Automotive Gauge & Fixture Limited

OR 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

5270 Burke Drive

CITY

Windsor

STATE

ON

POSTAL CODE

N9A 6J3

COUNTRY

Canada

4. This FINANCING STATEMENT covers the following collateral:

All equipment described below including all molds, initial tooling, cooling bucks and check fixtures, engineering changes, parts, etc. related to the listed equipment, plus any and all modifications, addition or accessories related thereto, plus all proceeds:

AB Job#	Program	Tool Description	Part Number
AG2263	GMT966	Passenger Trim Fixture	10399943
AG2264	GMT966	Driver Trim Plate Fixture	10399945
AG2268	GMT922	CHMSL Spoiler Fixture	15283233
AG2269	GMT922	D Pillar R/L/H Fixture	1528148/8
AG2271	GMT967	IP Cluster Trim Fixture	25768843
AG2272	GMT967	Passenger Trim Fixture	25768854

5. ALTERNATIVE DESIGNATION (if applicable): ☐ LESSOR/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILO ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed (for record) in the REAL ESTATE RECORDS. ☐ About Addition ☐ 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (Additional Fee) ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Active Burgess/ Ohio Secretary of State

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV 05/22/02)

Ex. B

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Leon N. Mayer Esq. (248) 540-3340	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Schafer and Weiner, PLLC 40950 Woodward Ave., Ste. 100 Bloomfield Hills, MI 48304	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Blackhawk Automotive Plastics, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 800 Pennsylvania Ave.			CITY Salem	STATE OH	POSTAL CODE 44460	COUNTRY US
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Ohio	1g. ORGANIZATIONAL ID #, if any OH <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Active Mould & Design, Ltd.						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2155 North Talbot Road			CITY Windsor	STATE ON	POSTAL CODE N9A 6J3	COUNTRY Canada

4. This FINANCING STATEMENT covers the following collateral:

All equipment described below including all molds, initial tooling, cooling bucks and check fixtures, engineering changes, parts, etc. related to the listed equipment, plus any and all modifications, addition or accessories related thereto, plus all proceeds:

AB Job#	Program	Tool Description
C2855	GMX222	IP Retainer Cavity
C2857	GMX001	Cluster Bezel
C3000	DCX 2008 ND	Center Bezel

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

Active Burgess/ Ohio Secretary of State